

United States Bankruptcy Court for the:

District of South Carolina

Case number (if known): _____

Chapter you are filing under:

- ☐ Chapter 7
☒ Chapter 11
☐ Chapter 12
☐ Chapter 13

☐ Check if this is an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Epic Arcades SC, LLC

2. All other names debtor used in the last 8 years

Include any assumed names,
trade names, and *doing business*
as names

3. Debtor's federal Employer Identification Number (EIN) 83-4365568

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business	
1410 North Ocean Blvd.		7 Holdridge Court	
Number	Street	Number	Street
Suite 103 & 202			
Myrtle Beach SC 29557		P.O. Box	
City	State	City	State
	ZIP Code	Mystic	CT 06355
		City	State
			ZIP Code
Horry County		Location of principal assets, if different from principal place of business	
County			
		Number Street	
		City State ZIP Code	

5. Debtor's website (URL) www.epicarcademyrtlebeach.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Epic Arcades SC, LLC Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
 See <http://www.naics.com/search/>.7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 District _____ When _____ Case number _____
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
 District _____ When _____
 MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Epic Arcades SC, LLC Case number (if known) _____
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☐ No
- ☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? 1410 North Ocean Blvd.

Number	Street		
<u>Suite 103 & 202</u>			
<u>Myrtle Beach</u>	<u>SC</u>	<u>29557</u>	
City	State	ZIP Code	

Is the property insured?

- ☐ No
- ☒ Yes. Insurance agency Golden Bear Insurance Company
- Contact name Will Hanna - Coast Insurance Group
- Phone 843-652-5500

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input checked="" type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Epic Arcades SC, LLC Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input checked="" type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/16/2021
MM / DD / YYYY

X /s/ Richard Coleman
Signature of authorized representative of debtor
Title Manager

Richard Coleman
Printed name

18. Signature of attorney

X /s/ Christine E. Brimm
Signature of attorney for debtor

Date 04/16/2021
MM / DD / YYYY

Christine E. Brimm
Printed name

Barton Brimm, PA
Firm name

1500 Highway 17 Business North Suite 214

Surfside Beach SC 29575-5142
City State ZIP Code

8032566582 cbrimm@bartonbrimm.com
Contact phone Email address

SC 6569 / FED 6313 SC
Bar number State

W5351000

Hoyt, Filippetti & Malaghan, LLC
107 Airport Rd
Westerly, RI 02891

2019 Tax Return
Epic Arcades SC, LLC
1410 North Ocean Boulevard
Myrtle Beach, SC 29577-3797
|||||

W5351000 Epic Arcades SC, LLC

ph:843-945-9101

Platform Version: 19.3.6

Federal Version: 19.3.10

2019

Federal Diagnostics

Prepared by: Terence J. Malaghan, CPA
09/10/2020 11:19 AM
tmalaghan

Critical Messages

None

Electronic Filing

None

Informational Messages

- ☐ Force field entered with data "2" on Screen OthInfo
- ☒ eSignature does not qualify for the following reasons:
 - ☒ Screen Contact, Authorized signer's email address (Email address of partnership representative) is missing
 - ☒ Enter state apportionment information in View > Apportionment
 - ☒ Data has been accepted via Data Sharing; review and verify the data
 - ☒ Screen K1Misc, Capital account accounting method has not been entered
 - ☒ Verify share of partnership liabilities increase (decrease) on Partner Basis Worksheet; see the help for the (Force) fields on Screen Basis for more information
- ☒ Preparer 'Terence J. Malaghan, CPA', Staff 'KJC'
- ☒ UltraTax CS client W5351100 matches Sch K1 TIN: [REDACTED] a K1 package will print to FileCabinet CS

Event To Do

Event Name	Acknowledged On / By	
	Date & Time	Who
<input checked="" type="checkbox"/> Information Missing	09/10/2020 11:19 AM	tmalaghan

Form 1065 Return SummaryFor calendar year 2019, or tax year beginning 02/21/19, and ending 12/31/19**EPIC ARCADES SC, LLC** **Ordinary Business Income (Loss)**

Total income

Total deductions

Ordinary Business Income (Loss)

()

0**Tax and Payment**

Total balance due

Payments

Amount owed**Overpayment**

()

Analysis of Net Income (Loss), Line 1

Ordinary business income (loss)

Net rental real estate income (loss)

Other net rental income (loss)

Guaranteed payments

Interest income

Dividends

Royalties

Net short-term capital gain (loss)

Net long-term capital gain (loss)

Net section 1231 gain (loss)

Other income (loss)

Section 179 deduction

Contributions

Investment interest expense

Section 59(e)(2) expenditures

Other deductions

Total foreign taxes paid / accrued

Analysis of Net Income (Loss), Line 1

()

()

()

()

()

()

()

0**Form 8804 - Foreign Partner Withholding**

Total number of foreign partners

Effectively connected taxable income

Total withholding tax

Payments

Estimated tax penalty

Overpayment allocated to partners

Withholding Tax Due (Overpaid)

()

0**Analysis of Net Income (Loss)**

Analysis, line 1

Analysis, line 2

Difference

000**Schedule L****Beginning of Year****End of Year**

Assets

Liabilities

Capital

Liabilities and capital

Difference

00000696,1940696,194696,1940**Analysis of Net Income (Loss) and M-1/M-3 Reconciliation**

Analysis, line 1

Schedule M-1, line 9

Schedule M-3, page 2, line 26(d)

Difference

000**Partners' Capital****Schedule M-2****Schedule K-1**

Beginning balance

Contributions

Current year income (loss)

Other increases (decreases)

Distributions

Ending balance

0696,19400(0)696,1940696,19400(0)696,194

W5351000

Form **8879-PE****IRS e-file Signature Authorization for Form 1065**

OMB No. 1545-0123

2019Department of the Treasury
Internal Revenue Service

- ERO must obtain and retain completed Form 8879-PE.
 ► Go to www.irs.gov/Form8879PE for the latest information.

For calendar year 2019, or tax year beginning **02/21/19**, and ending **12/31/19**

Name of partnership

Employer identification number

EPIC ARCADES SC, LLC**Part I Tax Return Information (Whole dollars only)**

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	
2	Gross profit (Form 1065, line 3)	2	
3	Ordinary business income (loss) (Form 1065, line 22)	3	
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

**Part II Declaration and Signature Authorization of Partner or Member
(Be sure to get a copy of the partnership's return)**

Under penalties of perjury, I declare that I am a partner or member of the above partnership and that I have examined a copy of the partnership's 2019 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic return of partnership income. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income.

Partner or Member's PIN: check one box only

☒ I authorize **HOYT, FILIPPETTI & MALAGHAN, LLC** to enter my PIN **[REDACTED]** as my signature
 ERO firm name Don't enter all zeros
 on the partnership's 2019 electronically filed return of partnership income.

☐ As a partner or member of the partnership, I will enter my PIN as my signature on the partnership's 2019 electronically filed return of partnership income.

Partner or member's signature ►

Title ► **LLC MEMBER** **FRANK PRACUKOWSKI**Date ► **09/10/20****Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

Don't enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2019 electronically filed return of partnership income for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ► Date ► **09/10/20**

ERO Must Retain This Form – See Instructions
Don't Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-PE** (2019)

W5351000

Form 1065 Department of the Treasury Internal Revenue Service		U.S. Return of Partnership Income For calendar year 2019, or tax year beginning 02/21/19 , ending 12/31/19 ▶ Go to www.irs.gov/Form1065 for instructions and the latest information.			OMB No. 1545-0123 <div style="font-size: 24pt; font-weight: bold;">2019</div>
A Principal business activity ARCADE	Type or Print	Name of partnership EPIC ARCADES SC, LLC		D Employer identification number <div style="background-color: black; color: black;">XXXXXXXXXX</div>	
B Principal product or service ARCADE		Number, street, and room or suite no. If a P.O. box, see the instructions. 1410 NORTH OCEAN BOULEVARD		E Date business started 02/21/2019	
C Business code number <div style="background-color: black; color: black;">XXXXXXXXXX</div>		City or town, state or province, country, and ZIP or foreign postal code MYRTLE BEACH SC 29577-3797		F Total assets (see instructions) \$ 696,194	
G Check applicable boxes: (1) <input checked="" type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return H Check accounting method: (1) <input checked="" type="checkbox"/> Cash (2) <input type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) ▶ _____ I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 2 J Check if Schedules C and M-3 are attached ▶ <input type="checkbox"/> K Check if partnership: (1) <input type="checkbox"/> Aggregated activities for section 465 at-risk purposes (2) <input type="checkbox"/> Grouped activities for section 469 passive activity purposes Caution: Include only trade or business income and expenses on lines 1a through 22 below. See instructions for more information.					
Income	1a Gross receipts or sales		1a		
	b Returns and allowances		1b		
	c Balance. Subtract line 1b from line 1a				1c
	2 Cost of goods sold (attach Form 1125-A)				2
	3 Gross profit. Subtract line 2 from line 1c				3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)				4
	5 Net farm profit (loss) (attach Schedule F (Form 1040 or 1040-SR))				5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)				6
7 Other income (loss) (attach statement)				7	
8 Total income (loss). Combine lines 3 through 7				8	
Deductions <small>(see instructions for limitations)</small>	9 Salaries and wages (other than to partners) (less employment credits)				9
	10 Guaranteed payments to partners				10
	11 Repairs and maintenance				11
	12 Bad debts				12
	13 Rent				13
	14 Taxes and licenses				14
	15 Interest (see instructions)				15
	16a Depreciation (if required, attach Form 4562)		16a		
	b Less depreciation reported on Form 1125-A and elsewhere on return		16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)				17
18 Retirement plans, etc.				18	
19 Employee benefit programs				19	
20 Other deductions (attach statement)				20	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20				21	
22 Ordinary business income (loss). Subtract line 21 from line 8				22	
Tax and Payment	23 Interest due under the look-back method—completed long-term contracts (attach Form 8697)				23
	24 Interest due under the look-back method—income forecast method (attach Form 8866)				24
	25 BBA AAR imputed underpayment (see instructions)				25
	26 Other taxes (see instructions)				26
	27 Total balance due. Add lines 23 through 26				27
	28 Payment (see instructions)				28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed				29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment				30
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.				
	<div style="display: flex; justify-content: space-between;"> <div> Signature of partner or limited liability company member <div style="border-bottom: 1px solid black; width: 300px;"></div> </div> <div> Date <div style="border-bottom: 1px solid black; width: 100px;"></div> </div> </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>				
Paid Preparer Use Only	Print/Type preparer's name TERENCE J. MALAGHAN, CPA		Preparer's signature <div style="border-bottom: 1px solid black; width: 150px;"></div>		Date 09/10/20
	Firm's name ▶ HOYT, FILIPPETTI & MALAGHAN, LLC			Firm's EIN ▶ <div style="background-color: black; color: black;">XXXXXXXXXX</div>	
	Firm's address ▶ 107 AIRPORT RD WESTERLY, RI 02891			Phone no. 401-596-2000	

For Paperwork Reduction Act Notice, see separate instructions.

Form 1065 (2019)

DAA

W5351000

Form 1065 (2019) **EPIC ARCADES SC, LLC**

Page 2

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:				Yes	No
a <input type="checkbox"/> Domestic general partnership	b <input type="checkbox"/> Domestic limited partnership				
c <input checked="" type="checkbox"/> Domestic limited liability company	d <input type="checkbox"/> Domestic limited liability partnership				
e <input type="checkbox"/> Foreign partnership	f <input type="checkbox"/> Other ▶				
2 At the end of the tax year:					
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership				X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership					X
3 At the end of the tax year, did the partnership:					
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below					X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock		
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below					X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital	
4 Does the partnership satisfy all four of the following conditions?				Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.					
b The partnership's total assets at the end of the tax year were less than \$1 million.					
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.					
d The partnership is not filing and is not required to file Schedule M-3 If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.					X
5 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?					X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?					X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?					X
8 At any time during calendar year 2019, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country. ▶					X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions					X
10a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.					X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions					X

Form **1065** (2019)

W5351000

Form 1065 (2019) **EPIC ARCADES SC, LLC**

Page 3

Schedule B Other Information (continued)

	Yes	No
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) ▶ <input type="checkbox"/>		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions ▶		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ▶		X
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶ 0		
16a Did you make any payments in 2019 that would require you to file Form(s) 1099? See instructions		X
b If "Yes," did you or will you file required Form(s) 1099?		
17 Enter the number of Form(s) 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return ▶ 0		
18 Enter the number of partners that are foreign governments under section 892 ▶ 0		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1T(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions. If "Yes," enter the total amount of the disallowed deductions ▶ \$		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions		X
a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest.		
c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		
25 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions. If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 ▶ If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR ▶ **EPIC LODGING PARTNERS, LLC**

U.S. address of PR ▶ 7 HOLDRIDGE COURT MYSTIC CT 06355	U.S. phone number of PR ▶ 860-235-8714
---	---

If the PR is an entity, name of the designated individual for the PR ▶ **FRANK E PRACUKOWSKI**

U.S. address of designated individual ▶ 7 HOLDRIDGE CT MYSTIC CT 06355	U.S. phone number of designated individual ▶ 860-235-8714
---	--

26 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 14 ▶ \$		X
27 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership ▶ 0		
28 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X

Form **1065** (2019)

W5351000

Form 1065 (2019)

EPIC ARCADES SC, LLC

Page 4

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a b Capital 4b	4c	
	c Total. Add lines 4a and 4b	4c	
	5 Interest income	5	
	6 Dividends and dividend equivalents: a Ordinary dividends	6a	
	b Qualified dividends 6b c Dividend equivalents 6c	6c	
	7 Royalties	7	
8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8		
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a		
b Collectibles (28%) gain (loss)	9b		
c Unrecaptured section 1250 gain (attach statement)	9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Reserved for future use ▶ e Foreign branch category ▶	16e	
	f Passive category ▶ g General category ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partner level		
	i Interest expense ▶ j Other ▶	16j	
	Deductions allocated and apportioned at partnership level to foreign source income		
	k Reserved for future use ▶ l Foreign branch category ▶	16l	
	m Passive category ▶ n General category ▶ o Other ▶	16o	
p Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16p		
q Reduction in taxes available for credit (attach statement)	16q		
r Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties – gross income	17d	
	e Oil, gas, and geothermal properties – deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

W5351000

Form 1065 (2019) **EPIC ARCADES SC, LLC**

Page 5

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16p						1
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other
a General partners						
b Limited partners						

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash					
2a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)					
7a Loans to partners (or persons related to partners)					
b Mortgage and real estate loans					
8 Other investments (attach statement)					
9a Buildings and other depreciable assets					
b Less accumulated depreciation					
10a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)					
12a Intangible assets (amortizable only)					
b Less accumulated amortization					
13 Other assets (attach statement) SEE STMT 1					696,194
14 Total assets					696,194
Liabilities and Capital					
15 Accounts payable					
16 Mortgages, notes, bonds payable in less than 1 year					
17 Other current liabilities (attach statement)					
18 All nonrecourse loans					
19a Loans from partners (or persons related to partners)					
b Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)					
21 Partners' capital accounts					696,194
22 Total liabilities and capital					696,194

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16p, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16p (itemize):		a Depreciation \$	
a Depreciation \$		8 Add lines 6 and 7	
b Travel and entertainment \$		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	0
5 Add lines 1 through 4			

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed: a Cash	696,194	b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	696,194
5 Add lines 1 through 4	696,194		

W5351000

PARTNER# 1

Schedule K-1
(Form 1065)Department of the Treasury
Internal Revenue Service

2019

For calendar year 2019, or tax year

beginning **02/21/2019** ending **12/31/2019**Partner's Share of Income, Deductions,
Credits, etc.

▶ See back of form and separate instructions.

☐ Final K-1☐ Amended K-1651119
OMB No. 1545-0123

Part I Information About the Partnership	
A Partnership's employer identification number <div style="background-color: black; width: 100px; height: 1em;"></div>	
B Partnership's name, address, city, state, and ZIP code EPIC ARCADES SC, LLC 1410 NORTH OCEAN BOULEVARD MYRTLE BEACH SC 29577-3797	
C IRS Center where partnership filed return ▶ E-FILE	
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)	
Part II Information About the Partner	
E Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instr.) <div style="background-color: black; width: 100px; height: 1em;"></div>	
F Name, address, city, state, and ZIP code for partner entered in E. See instructions. EPIC LODGING PARTNERS, LLC 7 HOLDRIDGE COURT MYSTIC CT 06355	
G <input checked="" type="checkbox"/> General partner or LLC member-manager	<input type="checkbox"/> Limited partner or other LLC member
H1 <input checked="" type="checkbox"/> Domestic partner	<input type="checkbox"/> Foreign partner
H2 <input type="checkbox"/> If the partner is a disregarded entity (DE), enter the partner's: TIN _____ Name _____	
I1 What type of entity is this partner? PARTNERSHIP	
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here <input type="checkbox"/>	
J Partner's share of profit, loss, and capital (see instructions):	
Beginning	Ending
Profit 54.160000 %	54.160000 %
Loss 54.160000 %	54.160000 %
Capital 54.160000 %	54.160000 %
Check if decrease is due to sale or exchange of partnership interest <input type="checkbox"/>	
K Partner's share of liabilities:	
Beginning	Ending
Nonrecourse \$	\$
Qualified nonrecourse financing \$	\$
Recourse \$	\$
<input type="checkbox"/> Check this box if Item K includes liability amounts from lower tier partnerships.	
L Partner's Capital Account Analysis	
Beginning capital account \$	
Capital contributed during the year	146,408
Current year net income (loss)	\$
Other increase (decrease) (attach explanation)	\$
Withdrawals & distributions	\$ ()
Ending capital account	146,408
M Did the partner contribute property with a built-in gain or loss? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach statement. See instructions.	
N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)	
Beginning	\$
Ending	\$

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4a	Guaranteed payments for services		
4b	Guaranteed payments for capital		
4c	Total guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
6c	Dividend equivalents	17	Alternative minimum tax (AMT) items
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	18	Tax-exempt income and nondeductible expenses
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	19	Distributions
11	Other income (loss)		
12	Section 179 deduction	20	Other information
13	Other deductions		
14	Self-employment earnings (loss)		
21	More than one activity for at-risk purposes*		
22	More than one activity for passive activity purposes*		
*See attached statement for additional information.			

For IRS Use Only

W5351000

PARTNER# 2

Schedule K-1
(Form 1065)Department of the Treasury
Internal Revenue Service

2019

☐ Final K-1☐ Amended K-1651119
OMB No. 1545-0123For calendar year 2019, or tax year
beginning **02/21/2019** ending **12/31/2019**Partner's Share of Income, Deductions,
Credits, etc.

▶ See back of form and separate instructions.

Part I Information About the Partnership									
A Partnership's employer identification number <div style="background-color: black; width: 100px; height: 1em;"></div>									
B Partnership's name, address, city, state, and ZIP code EPIC ARCADES SC, LLC 1410 NORTH OCEAN BOULEVARD MYRTLE BEACH SC 29577-3797									
C IRS Center where partnership filed return ▶ E-FILE									
D <input type="checkbox"/> Check if this is a publicly traded partnership (PTP)									
Part II Information About the Partner									
E Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instr.) <div style="background-color: black; width: 100px; height: 1em;"></div>									
F Name, address, city, state, and ZIP code for partner entered in E. See instructions. OCEAN BOULEVARD ENTERTAINMENT, LLC 1700 N OAK STREET, SUITE B MYRTLE BEACH SC 29577									
G <input type="checkbox"/> General partner or LLC member-manager	<input checked="" type="checkbox"/> Limited partner or other LLC member								
H1 <input checked="" type="checkbox"/> Domestic partner	<input type="checkbox"/> Foreign partner								
H2 <input type="checkbox"/> If the partner is a disregarded entity (DE), enter the partner's: TIN _____ Name _____									
I1 What type of entity is this partner? PARTNERSHIP									
I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here <input type="checkbox"/>									
J Partner's share of profit, loss, and capital (see instructions):									
	<table style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Beginning</th> <th style="text-align: left; border-bottom: 1px solid black;">Ending</th> </tr> <tr> <td>Profit 45.840000 %</td> <td>45.840000 %</td> </tr> <tr> <td>Loss 45.840000 %</td> <td>45.840000 %</td> </tr> <tr> <td>Capital 45.840000 %</td> <td>45.840000 %</td> </tr> </table>	Beginning	Ending	Profit 45.840000 %	45.840000 %	Loss 45.840000 %	45.840000 %	Capital 45.840000 %	45.840000 %
Beginning	Ending								
Profit 45.840000 %	45.840000 %								
Loss 45.840000 %	45.840000 %								
Capital 45.840000 %	45.840000 %								
Check if decrease is due to sale or exchange of partnership interest <input type="checkbox"/>									
K Partner's share of liabilities:									
	<table style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Beginning</th> <th style="text-align: left; border-bottom: 1px solid black;">Ending</th> </tr> <tr> <td>Nonrecourse \$</td> <td>\$</td> </tr> <tr> <td>Qualified nonrecourse financing \$</td> <td>\$</td> </tr> <tr> <td>Recourse \$</td> <td>\$</td> </tr> </table>	Beginning	Ending	Nonrecourse \$	\$	Qualified nonrecourse financing \$	\$	Recourse \$	\$
Beginning	Ending								
Nonrecourse \$	\$								
Qualified nonrecourse financing \$	\$								
Recourse \$	\$								
<input type="checkbox"/> Check this box if Item K includes liability amounts from lower tier partnerships.									
L Partner's Capital Account Analysis									
Beginning capital account \$									
Capital contributed during the year \$ 549,786									
Current year net income (loss) \$									
Other increase (decrease) (attach explanation) \$									
Withdrawals & distributions \$ ()									
Ending capital account \$ 549,786									
M Did the partner contribute property with a built-in gain or loss? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach statement. See instructions.									
N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)									
Beginning \$									
Ending \$									

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items			
1	Ordinary business income (loss)	15	Credits
2	Net rental real estate income (loss)		
3	Other net rental income (loss)	16	Foreign transactions
4a	Guaranteed payments for services		
4b	Guaranteed payments for capital		
4c	Total guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
6c	Dividend equivalents	17	Alternative minimum tax (AMT) items
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	18	Tax-exempt income and nondeductible expenses
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	19	Distributions
11	Other income (loss)		
		20	Other information
12	Section 179 deduction		
13	Other deductions		
14	Self-employment earnings (loss)		
21	More than one activity for at-risk purposes*		
22	More than one activity for passive activity purposes*		
*See attached statement for additional information.			
For IRS Use Only			

W5351000

**SCHEDULE B-1
(Form 1065)**

(Rev. August 2019)

Department of the Treasury
Internal Revenue Service

**Information on Partners Owning 50% or
More of the Partnership**

▶ Attach to Form 1065.

▶ Go to www.irs.gov/Form1065 for the latest information.

OMB No. 1545-0123

Name of partnership

EPIC ARCADES SC, LLC

Employer identification number (EIN)

[REDACTED]

Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
EPIC LODGING PARTNERS, LLC	[REDACTED]	PARTNERSHIP	UNITED STATES	54.160000

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 8-2019)

W5351000 Epic Arcades SC, LLC
[REDACTED]

Federal Statements

FYE: 12/31/2019

Statement 1 - Form 1065, Schedule L, Line 13 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
CONSTRUCTION IN PROGRESS	\$ <u> </u>	\$ <u>696,194</u>
TOTAL	\$ <u> 0</u>	\$ <u>696,194</u>

W5351000

PARTNER# 1

Partner's Basis Worksheet, Page 1

Schedule K-1	For calendar year 2019, or tax year beginning 02/21/19 , and ending 12/31/19	2019
---------------------	--	-------------

Partnership Name EPIC ARCADES SC, LLC	Employer Identification Number [REDACTED]
Partner's Name EPIC LODGING PARTNERS, LLC	Taxpayer Identification Number [REDACTED]

Beginning of year 0

Capital contributions: Cash	146,408	
Property (adjusted basis)		146,408
Income items: Ordinary business income		
Net rental real estate income		
Other net rental income		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Net section 1231 gain		
Other portfolio income		
Other income		
Tax-exempt interest and other tax-exempt income		
Excess depletion		
Transfer of capital		
Gain on disposition of section 179 assets		
Other increases		
Distributions: Cash		
Property (adjusted basis)		()
Change in liabilities: Current year		
Prior year	()	

Subtotal 146,408

Distribution in excess of partner basis	
Noncapital expenses: Nondeductible expenses	
Deductible losses: Ordinary business loss	
Net rental real estate loss	
Other net rental loss	
Royalties	
Net short-term capital loss	
Net long-term capital loss	
Net section 1231 loss	
Other portfolio loss	
Other losses	
Section 179 deduction	
Charitable contributions	
Investment interest expense	
Section 59(e)(2) expenditures	
Portfolio income deductions	
Other deductions	
Foreign taxes	
Loss on disposition of section 179 assets	
Depletion	
Other decreases	

End of year 146,408

Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

W5351000

PARTNER# 2

Partner's Basis Worksheet, Page 1

Schedule K-1	For calendar year 2019, or tax year beginning 02/21/19 , and ending 12/31/19	2019
---------------------	--	-------------

Partnership Name EPIC ARCADES SC, LLC	Employer Identification Number [REDACTED]
Partner's Name OCEAN BOULEVARD ENTERTAINMENT, LLC	Taxpayer Identification Number [REDACTED]

Beginning of year 0

Capital contributions: Cash	549,786	
Property (adjusted basis)		549,786
Income items: Ordinary business income		
Net rental real estate income		
Other net rental income		
Interest		
Dividends		
Royalties		
Net short-term capital gain		
Net long-term capital gain		
Net section 1231 gain		
Other portfolio income		
Other income		
Tax-exempt interest and other tax-exempt income		
Excess depletion		
Transfer of capital		
Gain on disposition of section 179 assets		
Other increases		
Distributions: Cash		
Property (adjusted basis)	()
Change in liabilities: Current year		
Prior year	()
Subtotal		549,786

Distribution in excess of partner basis		
Noncapital expenses: Nondeductible expenses		
Deductible losses: Ordinary business loss		
Net rental real estate loss		
Other net rental loss		
Royalties		
Net short-term capital loss		
Net long-term capital loss		
Net section 1231 loss		
Other portfolio loss		
Other losses		
Section 179 deduction		
Charitable contributions		
Investment interest expense		
Section 59(e)(2) expenditures		
Portfolio income deductions		
Other deductions		
Foreign taxes		
Loss on disposition of section 179 assets		
Depletion		
Other decreases		
End of year		549,786

Note to partner: This worksheet was prepared based on partnership records. Please consult with your tax advisor for adjustments.

W5351000

Schedule K-1 Summary Worksheet

Form **1065****2019**For calendar year 2019, or tax year beginning **02/21/19**, and ending **12/31/19**

Partnership Name

Employer Identification Number

EPIC ARCADES SC, LLC

Partner Name

SSN/EIN

Column A	Column B	Column C	Column D
EPIC LODGING PARTNERS, LLC			
OCEAN BOULEVARD ENTERTAINMENT, LLC			

Schedule K Items	Column A	Column B	Column C	Column D	SCH K TOTAL
1 Ordinary income					
2 Net income-rent					
3c Net inc-oth rent					
4a Guar pmts services					
4b Guar pmts capital					
5 Interest income					
6a Ordinary dividends					
6b Qual dividends					
6c Dividend equivalents					
7 Royalties					
8 Net ST capital gain					
9a Net LT capital gain					
9b Collectibles 28% gain					
9c Unrecap sec 1250					
10 Net sec 1231 gain					
11 Other income					
12 Sec 179 deduction					
13a Contributions					
13b Invest interest exp					
13c Sec 59(e)(2) exp					
13d Other deductions					
14a Net SE earnings					
14b Gross farming inc					
14c Gross nonfarm inc					
15a Low-inc house 42j5					
15b Low-inc house other					
15c Qual rehab exp					
15d Rental RE credits					
15e Other rental credits					
15f Other credits					
16b Gross inc all src					
16c-hTot foreign income					
16i-o Tot foreign deds					
16p-qTotal foreign taxes					
17a Depr adjustment					
17b Adj gain or loss					
17c Depletion					
17d Inc-oil/gas/geoth					
17e Ded-oil/gas/geoth					
17f Other AMT items					
18a Tax-exempt int					
18b Other tax-exempt					
18c Nonded expense					
19a Cash distributions					
19b Property distributions					
20a Invest income					
20b Invest expense					

WS351000

Schedule K-1 Percentages Summary Worksheet	
Form 1065	2019
For calendar year 2019, or tax year beginning 02/21/19, and ending 12/31/19	
Partnership Name EPIC ARCADES SC, LLC	Employer Identification Number [REDACTED]

Partner Number	Partner Name	Profit		Loss		Capital	
		Beginning	Ending	Beginning	Ending	Beginning	Ending
1	EPIC LODGING PARTNERS, LLC	54.160000	54.160000	54.160000	54.160000	54.160000	54.160000
2	OCEAN BOULEVARD ENTERTAINMENT, LLC	45.840000	45.840000	45.840000	45.840000	45.840000	45.840000

W5351000

Reconciliation of Partners' Basis Worksheet

Form **1065**

2019

For calendar year 2019, or tax year beginning **02/21/19**, and ending **12/31/19**

Partnership Name

Employer Identification Number

EPIC ARCADES SC, LLC

Partner Number	Partner Name	Beginning Basis	Increases	Distribution in Excess of Basis	Allowed Decreases	Ending Basis
1	EPIC LODGING PARTNERS, LLC	0	146,408	0	0	146,408
2	OCEAN BOULEVARD ENTERTAINMENT, LLC	0	549,786	0	0	549,786

Total this page	<u>0</u>	<u>696,194</u>	<u>0</u>	<u>0</u>	<u>696,194</u>
Total all pages	<u>0</u>	<u>696,194</u>	<u>0</u>	<u>0</u>	<u>696,194</u>

WS351000

Form 1065	Reconciliation of Partners' Capital Accounts Worksheet	2019
For calendar year 2019, or tax year beginning 02/21/19, and ending 12/31/19		

Partnership Name EPIC ARCADES SC, LLC					Employer Identification Number <div style="background-color: black; width: 100px; height: 1em;"></div>		
Partner Number	Partner Name	Beginning Capital	Capital Contributed	Current Year Net Income (Loss)	Increases & Decreases	Withdrawals & Distributions	Ending Capital
1	EPIC LODGING PARTNERS, LLC	0	146,408	0	0	0	146,408
2	OCEAN BOULEVARD ENTERTAINMENT, LLC	0	549,786	0	0	0	549,786

Total this page	0	696,194	0	0	0	696,194
Total all pages	0	696,194	0	0	0	696,194

W5351000 Epic Arcades SC, LLC

[REDACTED]

Review Notes

FYE: 12/31/2019

Client Note

1099s were not issued but should have been - legal fees
Need EIN for Ocean Blvd

Orient Arcades, LLC

Balance Sheet - Unaudited

As of March 31, 2021

ASSETS

CURRENT ASSETS

Cash

Main Operating Account \$ 8,845

Gm Account 17,572

House Bank Account 1,740

Total Cash 28,157

Account Receivables

A/R - Guest Ledger 13,772

A/R - MC/Visa 5,094

Total Receivables 18,866

Inventory

Inventory - Food 4,565

Inventory - Beverage 6,578

Total Inventory 11,143

Prepaid Expenses

Prepaid Expenses 533

Total Prepaid Expenses 533

TOTAL CURRENT ASSETS 58,699

PROPERTY AND EQUIPMENT

Construction in Progress 696,194

Leasehold Improvements 384,792

Furniture, Fixtures and Equipment 97,594

Less Depreciation

Total Property and Equipment 1,178,580

TOTAL ASSETS \$ 1,237,279

Epic Arcadia, LLC
Balance Sheet - Unaudited

As of March 31, 2021

LIABILITIES AND OWNERS EQUITY

CURRENT LIABILITIES

Deposits	\$ 347
Accounts Payable	569,146
Sales Tax Payable	984
Payroll Liabilities	(1,851)
Tips Payable	2,731
Accrued Expenses	6,107

TOTAL CURRENT LIABILITIES	577,465
---------------------------	---------

NON-CURRENT LIABILITIES

Mortgage Payable	-
Loan Payable Members	185,370

TOTAL NON-CURRENT LIABILITIES	185,370
-------------------------------	---------

OWNERS EQUITY

Members Equity - Epic Lodging Partners	533,072
Members Equity - Ocean Blvd	549,786
Retained Earnings	(608,413)

TOTAL OWNERS EQUITY	474,444
---------------------	---------

TOTAL LIABILITIES AND OWNERS EQUITY	\$ 1,237,279
-------------------------------------	--------------

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

IN RE:)
)
Epic Arcades SC, LLC,) Case # 21-_____
)

Debtor.) Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Richard Coleman, declare under penalty of perjury that I am the Manager of Epic Arcades SC, LLC, and that the following is a true and correct copy of the resolutions adopted by the Members of said company by unanimous consent in lieu of a meeting on the 13th day of April, 2021.

Be It Therefore Resolved, that Richard Coleman, Manager of this limited liability company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Richard Coleman, Manager of this limited liability company is authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case; and

Be It Further Resolved, that Richard Coleman, Manager of this limited liability company, is authorized and directed to employ Christine E. Brimm, attorney and the law firm of Barton Brimm, PA to represent the corporation in such bankruptcy case.

Dated: 4/13/21


Richard Coleman

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

IN RE:)
)
Epic Arcades SC, LLC,) Case # 21-_____
)

Debtor.) Chapter 11

CORPORATE OWNERSHIP STATEMENT

Pursuant to Fed. R. Bankr. P. 7001.1, Epic Arcades SC, LLC discloses that the following entities own 10% or more of any class of the corporation's equity interests:

Epic Lodging Partners, LLC

Ocean Blvd Entertainment, LLC

Dated: 4/13/21

EPIC ARCADES SC, LLC

By: 
Richard Coleman

Fill in this information to identify the case:

Debtor name Epic Arcades SC, LLC

United States Bankruptcy Court for the: District of South Carolina

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Chalpin Realty c/o Marc Chalpin 220 East 54th Street, Apt. 6A New York, NY, 10022						406,873.94
2	American Resort Management 2950 West 12th Street, Suite 50 Erie, PA, 16505						64,439.59
3	Waterpark Arcades, LLC 303 Peterson Plank Road Carlstadt, NJ, 07072						52,337.56
4	BMI Merchandise 1960 Rutgers University Blvd. Lakewood, NJ, 08701						15,001.25
5	ARM Epic, LLC 2970 Epic Place Grand Prairie, TX, 75052						12,347.95
6	A&A Global Industries 17 Stenersen Lane Cockeysville, MD, 21030						4,783.31
7	Chancel Hospitality Residential & Tourism, Inc. 736 E. Highway 501 Conway, SC, 29526						4,100.00
8	Redemption Plus, LLC P.O. Box 9278 Fall River, MA, 02720						1,794.30

Debtor Epic Arcades SC, LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Sysco Columbia P.O. Box 9224 Columbia, SC, 29290						1,472.67
10	Northshore Technological, Inc. 3618 West 12th Street Erie, PA, 16505						452.50
11	Cintas P.O. Box 630803 Cincinnati, OH, 45263-0803						291.38
12	Spectrum dba Spectrum Business P.O. Box 4617 Carol Stream, IL, 60197-4617						277.46
13	Great Security, LL 8574 Centry Circle North Charleston, SC, 29420						135.00
14							
15							
16							
17							
18							
19							
20							

United States Bankruptcy Court

District of South Carolina

In re Epic Arcades SC, LLC

Case No. _____

Debtor

Chapter ¹¹ _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

☐ FLAT FEE

For legal services, I have agreed to accept \$ _____

Prior to the filing of this statement I have received. \$ _____

Balance Due. \$ _____

☒ RETAINER

For legal services, I have agreed to accept a retainer of \$ 20,000.00

The undersigned shall bill against the retainer at an hourly rate of \$ 350.00

[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the Agreement, together with a list of the names of the people sharing the compensation is attached.

5. In return of the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d. [Other provisions as needed]
See Retainer Agreement

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
See Retainer Agreement

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

04/16/2021

/s/ Christine E. Brimm, SC 6569 / FED 6313

Date

Signature of Attorney

Barton Brimm, PA

Name of law firm
1500 Highway 17 Business North
Suite 214
Surfside Beach, SC 29575-5142
8032566582
cbrimm@bartonbrimm.com

**ATTACHMENT TO DISCLOSURE OF COMPENSATION OF ATTORNEY FOR
DEBTOR**

Retainer Amount	\$20,000.00
Filing Fee	\$1,738.00
	<hr/>
	\$21,738.00
Amount Applied to Pre-petition fees (4/16/21)	- \$5,000.00
Filing Fee Applied (4/16/21)	-\$1,738.00
	<hr/>
RETAINER BALANCE	\$15,000.00

CHRISTINE E. BRIMM
*Certified Specialist in Bankruptcy
and Debtor-Creditor Law*

BRIANNA J. MORRISON
Associate Attorney

BARBARA GEORGE BARTON
Retired



BARTON • BRIMM

1500 Highway 17 Business North
Suite 214
Surfside Beach, SC 29575
(803) 256-6582
www.bartonbrimm.com

Mailing Address
P.O. Box 14805
Myrtle Beach, SC 29587

cbrimm@bartonbrimm.com
bmorrison@bartonbrimm.com

April 9, 2021

Epic Arcades SC, LLC
c/o Brian Macho
VIA E-MAIL brian@landsouth.net

RE: *Agreement for Legal Services*

Dear Mr. Macho:

This confirms the agreement between Epic Arcades SC, LLC (the "Company" or "You") and Barton Brimm, PA (the "Firm"), pursuant to which the Firm has agreed to represent the Company. Representation pursuant to this agreement expressly does not include any representation of any individual, but only the Company in its corporate capacity. This representation will involve advice and counseling concerning the Company's financial matters and negotiation with the Company's creditors regarding potential resolution short of bankruptcy, as necessary, and may involve the filing of a Chapter 11 bankruptcy. It is understood that any representation by the Firm of any individual or affiliate company will be by separate agreement, and that no such representation is included pursuant to this agreement with the Company.

Representation will commence with payment to the Firm of an initial retainer in the amount of \$5,000.00. The Retainer is for legal services only and does not include the Chapter 11 filing fee of \$1,738.00 to be paid to the Bankruptcy Court, or any additional fees which may arise during the course of the bankruptcy. The Firm may request that the retainer be replenished from time to time, as needed, and You agree to provide such additional retainer amounts as may be requested. The Firm shall send an informational invoice to You including a detailed daily description of its time, charges and reimbursable expenses by the fifteenth (15th) day of each month for services performed and expenses incurred during the preceding calendar month. The Firm shall charge against its Retainer the invoice amount on the date each invoice is sent or, after if a bankruptcy is filed on your behalf, only upon approval by the Bankruptcy Court. Fees shall be charged for the time expended by members of the firm at the rate of \$350.00 per hour for Christine E. Brimm. Time expended on this representation by other attorneys or legal assistants will be charged at the normal and customary hourly rates applicable to each attorney or legal assistant working on these matters as charged by the Firm to its non-bank, corporate and commercial clients. If the Firm increases its hourly rates at any time during the course of this representation, the higher rate shall be deemed substituted for the initial rates described in this agreement.

The expenses chargeable against the retainer may include, among other items, filing fees, deposition expenses, expert witness fees, subpoena and service of process fees, cost of transcripts, document production and reproducing costs, charges for toll, expedited mail or delivery services, fax and telecopier expenses, messenger services, and the cost involved in hiring accountants, actuaries or appraisers if necessary. You agree that, to the extent the retainer is insufficient to pay the amount incurred in fees and expenses, You will pay all additional amounts as incurred.

Epic Arcades SC, LLC
Page 2
April 9, 2021

You acknowledge that the Retainer does not represent a fixed amount for the legal representation, but is instead a security retainer. You will be billed at the hourly rate for all time incurred in this matter.

You further acknowledge and agree that the Firm has reserved the right to seek approval from the Bankruptcy Court for additional compensation from the debtor's estate beyond the Retainer amount, or for an enhancement of its compensation at rates higher than those scheduled in this agreement, or in a greater aggregate amount, in the event a bankruptcy is filed.

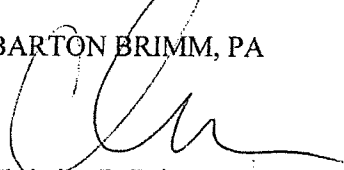
You agree that You will perform fully and conscientiously all of the statutory duties of the debtor under the Bankruptcy Code, and that You will timely comply with all reasonable requests for information or reports requested by the Firm, by the trustee and by the United States Trustee. These duties include gathering and reviewing all of the information necessary for filing a complete and accurate list of all of Your creditors, by complete name and address, in the form for a matrix required by the Bankruptcy Court, a schedule of Your executory contracts and unexpired leases, the statement of Your financial affairs, and the statement of Your current income and expenses. You acknowledge that bankruptcy forms are required to be completed with the foregoing information, and further acknowledge that to the extent that the Firm has to redraft or assign its personnel to complete these forms for You, the fees for the Firm's services will be substantially increased beyond the initial Retainer amount.

Representation pursuant to this agreement does not include representation in the following matters, which are hereby expressly excluded. In the event that You desire the Firm to represent You in the following matters, should they arise, a separate written retainer agreement will be necessary.

1. Adversary proceedings;
2. Appeals;
3. Matters involving material facts not disclosed at the time of this Retainer Agreement; and
4. Any other matters or litigation not described herein.

Yours Very Truly

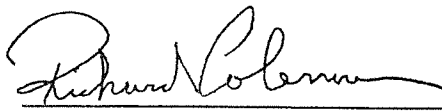
BARTON BRIMM, PA



Christine E. Brimm

RETAINER AGREEMENT AGREED AND ACCEPTED:

EPIC ARCADES SC, LLC

BARTON BRIMM, PA

 4/9/2021
Richard Coleman Date

 4/12/2021
Christine E. Brimm Date

Its: MEMBER